



## **WOMEN'S INTERNATIONAL LEAGUE FOR PEACE & FREEDOM U.S. SECTION BY-LAWS**

Revised & adopted by the National Board, April 2002, with changes based on amendments made through the Board meeting, December 28, 2010.

### **I. ORGANIZATIONAL POLICY**

A. The U.S. Section operates under the International WILPF Constitution and By-Laws: "The League aims to bring together women of different political beliefs and philosophies united in their determination to study, make known and help abolish the causes and legitimization of war, and to work toward world peace.....The League sees as its ultimate goal the establishment of an international economic order founded on meeting the needs of all peoples and not those of profit and privilege. The work of the U.S. Section of the League is based on these aims and principles and on the statements and resolutions adopted by the International Congress and the International Board."

B. In addition to the above, the U.S. Section and its subdivisions are governed by the By-Laws and the Principles & Policies of the Section. The By-Laws can be amended and the Principles & Policies can be changed as stipulated in I. Organizational Policy, I. Changes in Policy.

C. The U.S. Section is nonpartisan, and as such does not endorse any political party or candidate of a party.

D. A Branch or individual may not speak or take action in the name of WILPF contrary to Section or International policies. All printed material in WILPF's name is to be consistent with these policies. The name of WILPF may not be signed to a statement unless through a duly constituted body of WILPF or in consultation with the Section.

E. Statements or projects undertaken with other organizations must be within WILPF's Principles & Policies, and, whenever possible, with WILPF representatives part of the decision-making and planning.

F. Branches and the Section must abide by International guidelines regarding communications to the governments of other countries, especially where there are WILPF Sections.

G. The National Board President(s) should be consulted when branches or members are in doubt about matters of policy.

#### **H. Changes in Policy**

1. By-Laws Amendments. The By-Laws can be amended by consensus of the National Board, except in areas that stipulate membership referendum. Such consensus must take place at a Board meeting or via subsequent Board action, based on changes discussed at a Board meeting. A Board meeting (or subsequent Board actions as a result of that meeting) may come to consensus on By-Laws changes only if the discussion of those changes is announced to



Board members as an agenda item for that meeting at least sixty days prior to the Board meeting.

2. Changes to the Principles & Policies. The Principles & Policies can be changed at the initiation of the National Board, twenty members, or five branches, and decided by majority vote in a membership referendum. If a quorum of the Board comes to consensus to oppose the proposed change(s), an additional twenty members or three branches must join in the call for the change(s) prior to the necessity of a membership referendum. In no case may proposed changes conflict with the International WILPF Constitution.

## II. MEMBERSHIP

A. Membership is open to all who accept WILPF's aims and principles and pay annual dues, as established by each national section.

B. Everyone who joins the U.S. Section is automatically a member of International WILPF.

C. Members may be at-large or belong to a branch.

D. Changes in the annual membership dues are recommended by the National Board and decided by a majority vote in a membership referendum.

## III. MEETINGS AND SUBDIVISIONS

A. All subdivisions of WILPF--local groups and branches, geographical areas and clusters, state branches, Issue Committees, and Board Committees--shall be governed by the International Constitution and the U.S. Section By-Laws and Principles and Policies.

B. Three or more WILPF members may function as a WILPF group. One member shall be the mailing contact/liaison with the wider organization. Groups will receive branch mailings and can function in WILPF's name in accordance with established policies.

### C. WILPF Branches

1. Ten or more WILPF members may form a branch.

2. All branches must follow the guidelines included in the Protocol for National-Branch Relations, adopted by the national board and regularly provided to branches. By following the guidelines, a branch qualifies as being in good standing.

3. Only branches in good standing may use the WILPF name in any of their publications or operations.

4. Branches in good standing are additionally eligible for certain benefits, as determined by the national board.

D. WILPF groups and branches may cooperate in state education and action, and may also meet in geographical clusters.



E. The National Board shall call a National Congress every three years and shall decide the dates and place. Any member of the U.S. Section may attend and participate in decisions. Fifty members shall constitute a quorum for the transaction of business at any duly called national membership meeting of the U.S. Section, of which the National Congress is one.

#### IV. NATIONAL BOARD

##### A. Board Membership and Responsibilities

1. The National Board acts on behalf of the membership of the U.S. Section and is responsible to its membership.
2. Participation on the National Board constitutes volunteer service to the organization.
3. The National Board shall consist of the following: one or two National Board Presidents, Treasurer/Finance Committee Chair, Secretary, Personnel Committee Chair, Development Committee Chair, two Program Committee Chairs, Governance Committee Chair, two at-large Board Members with full participation rights; ex-officio positions are Immediate Past President(s) of the Board, President of the Jane Addams Peace Association, and U.S. Member of the International Board.
4. The National Board shall administer the affairs of the Section according to and in implementation of the International Constitution and the U.S. Section By-Laws, and Principles & Policies. It shall act authoritatively in all emergencies that concern the Section. It shall have sole right to authorize or delegate the issuance of printed matter in the name of the national organization, except for material issued by WILPF subdivisions for Issue Committee, local, area, cluster, state, or project use, consistent with the Principles & Policies.
5. Limited liability of Directors: Members of the Board of Directors shall not be personally liable for monetary damages as such for any action taken or failure to take action unless the Director has breached or failed to perform the duties of her office by acts of self-dealing, willful misconduct, or recklessness. WILPF follows the Pennsylvania Nonprofit Corporation Law of 1998 (15 PA CSA.1501 et seq.) sections 5712 and 5713 concerning standard of care and personal liability. WILPF Directors are also protected by the provisions of the Pennsylvania Directors' Liability Act, Section 8363.
6. The National Board President(s) shall be the administrative-executive officer(s); shall see that decisions and policies set by the Board are implemented; shall appoint ad hoc committees and delegates to non-WILPF meetings in consultation with the Board Steering Committee (see VI A 1 & B); shall consult with appropriate staff, U.S. Section and International members in developing responses to urgent events; shall be ex-officio a member of all committees.



7. The Treasurer shall be the chief fiscal officer of the Section and chair of the Finance Committee and, with the committee and staff, shall work with the preparation and monitoring of the budget. At the end of each fiscal year, the financial records shall be audited by a certified public accountant (CPA). A written report shall be presented to the National Board on an annual basis and to the U.S. Section Congress in the year it meets. An annual written financial report shall be available to the membership as early as possible in the new fiscal year.

8. The Secretary will collect all minutes from each board meeting. She will work to ensure that minutes are complete, coherent, corrected, and readily available for reference on the WILPF website. She will maintain a full record of policy decisions taken by the board. She will also ensure that a summary of Board decisions is prepared and shared with members. Additionally, in cooperation with staff, she will work to maintain the consistency of board actions with existing decisions and policy.

#### B. Board Meetings

1. A minimum of two National Board meetings, five to seven months apart (usually one in the Spring and one in the Fall), will be held annually. Any Board meeting beyond these two – excluding the Board meetings that occur at the National Congress – must be preceded by notification to all Board members at least sixty days in advance of the meeting. Failing such notice, the meeting may not make policy decisions.
2. Quorum: A quorum for the National Board shall consist of the round number of Board members closest to 60% of the current Board positions.
3. Decision Making: Other than in electing or appointing positions and in endorsing International office candidates, the National Board and its committees shall make decisions by consensus. It is the responsibility of the Board President(s) to see that consensus guidelines and training are provided to each board at the beginning of its term. Only members of the board may participate in the consensus process.
4. Open Meetings: All Board meetings, except Executive Sessions, shall be open to all WILPF members.
5. Executive Sessions: Executive sessions may be declared by the Board President if she feels it is appropriate in the following circumstances:
  - when a decision is being made in order to select the Board President(s) or choosing of individuals for other Board-decided positions or endorsements (such as selection of I.B. Member, UN liaison(s), and delegates to conferences and endorsements of International office candidates).
  - when discussion will address staff matters or possible removal of a Board member.



#### C. Board Member Selection

1. Selection of elected Board members shall take place in the twelve months prior to the National Congress.
  
2. The manner and time of selection of appointed and ex-officio Board members is determined by their position.

#### D. Board Member Terms

1. Terms for ex-officio members of the board are determined by their position and/or the bodies they represent.
  
2. The Immediate Past President will serve on the Board for twelve months as an ex-officio member of the Board.
  
3. All other Board members may be elected or appointed to the National Board for not more than six consecutive years, except that the Board may appoint a National Board President to serve a third board term. A Board President who has served only one term in that office is, in all cases, eligible for a second term.

E. A board member who misses a board meeting, in a non-emergency situation, without prior notice to the Board President(s), will be removed by the Steering Committee, with appropriate consultation. A board member who is not functioning satisfactorily will be asked by her committee chair, or if herself a chair, by the Board President(s), what support she needs. If the situation continues she can be removed by the Steering Committee, with appropriate consultation. The same policy will be followed in the case of a non-functioning president.

F. The Nominating Committee shall recruit potential board members and emerging leaders on an ongoing basis using all organizational communication tools available as well as word of mouth referral, with a commitment to maintaining a racial, geographic and age balance among the Board. The Nominating Committee will ask a potential board member to submit an application and references in a timely manner. A Nominating Committee member will contact the member in a timely manner and, if interested, will set up an interview. This process will be followed until the Nominating Committee members agree on the recommendation.

#### V. SELECTION OF LEADERSHIP POSITIONS

A. National Positions. In its first meeting of the calendar year before a National Congress, the National Board shall receive from the Nominating Committee a timeline for the election process to be initiated at that time.

##### 1. Qualification for Board Membership

- a. To serve on the Board a U.S. WILPF member must have been a member for at least twenty-four months.
  
- b. Additionally, a former WILPF staff member is not eligible to serve on the Board until twelve months after leaving WILPF employment.



2. Membership on the National Board is by application for a specific position, with the exception of ex officio members.
3. The following positions are selected by membership ballot: Treasurer/Finance Chair, Secretary, Personnel Chair, Development Chair, Program Chairs, Nominating Chair and two at large Board Members. Ballot results are to be known at least 45 days before the first day of the National Congress, at which new Board members are to be seated.
4. Unless two candidates for National Board President apply as a team, only one President will be selected. The Board President(s) is chosen by the National Board at its first meeting in the National Congress year.
5. There will be a joint meeting at Congress with the members of the outgoing Board and the incoming Board.
6. The new Board will take office at the end of this joint board meeting and will meet during or immediately after the Congress.

#### B. International Positions

1. Delegates to International Congress. The Nominating Committee shall initiate the process for selecting delegates and alternates to the International Congress. The process should develop a delegation that reflects the cultural, racial, and geographic diversity of the U.S. Section. The Board President(s) shall head the delegation. Any remaining slots will be filled first by the National Director and then by selection of the Board.
2. International Officer Nominations. The U.S. Section, as with all WILPF sections, can nominate one person for each International office (president, treasurer, four vice-presidents). The Steering Committee shall propose the timeline and process for soliciting from the U.S. Section members nominations for International officers. The six U.S. Section nominees, who do not have to be from the U.S. Section, will be selected by action of the National Board.
3. The U.S. Member of the International Board. This position will be filled by the U.S. Section Board no later than the National Board meeting immediately preceding the International Congress. The selected International Board member will take office at the end of the Congress.

#### VI. COMMITTEES

##### A. National Board committees are as follows:

1. **STEERING:** The Steering Committee has overall oversight responsibility for the health and vitality of the Section. It is comprised of Board President(s), Treasurer/Finance Chair, Program Chairs, Personnel Chair, Development Chair, Nominations Chair and Secretary.



2. **FINANCE:** The Finance Committee has responsibility for overseeing the financial sustainability of the Section, and for making recommendations regarding actions to be taken to the Steering Committee and appropriate staff. It is comprised of Treasurer/Finance Chair, Development Chair, JAPA President, U.S. Member of the International Board, relevant staff.

3. **PROGRAM:** The Program Committee has responsibility for ensuring the integrity and effectiveness of WILPF's programmatic activities, including fostering of broad participation of the organization's members in these activities. It is comprised of two Program Chairs, one representative of each issue committee, and relevant staff.

4. **PERSONNEL:** The Personnel Committee has responsibility for ensuring that all personnel policies are implemented, particularly in the areas of staff evaluations and career development, and for making recommendations regarding personnel issues, including revisions of the personnel policies, as needed to either the Finance or Steering Committees. It is comprised of the Personnel Committee Chair, Director of Operations (or staff person with similar duties), a representative appointed by staff and members appointed by the board in consultation with staff members.

5. **DEVELOPMENT:** The Development Committee is responsible for ensuring the integrity and effectiveness of WILPF's financial resource and support base, including initiating national fundraising events. It is comprised of the Development Chair; relevant WILPF and JAPA staff; WILPF members who have some experience and interest in fundraising, appointed by the Development Chair with Board agreement.

6. **NOMINATING:** The Nominating Committee is responsible for securing nominations for delegates to the International Congress, for the International Board Representative position, for elected board positions and for any other ad hoc positions that may arise. The goal is to encourage participation at the national and international level, and help expand our leadership circles. It is comprised of the Nominating Chair, WILPF members with interest in expanding the number of people involved in the national leadership of the Section, appointed by the Nominating Chair with Board agreement.

7. **NATIONAL CONGRESS:** The National Congress Committee will provide continuity between Congresses, initiate proposals for the next Congress including site location, Congress Coordinator selection and Congress Program Chairs selection. The chair is to be appointed by the Board and the committee should include one person each from the Program, Nominating and Development Committees of the Board; the Congress Coordinator (when one exists) from the most recent Congress, if willing to serve; the National Director; plus, as volunteers are available, one or two people from each of the past one or two Congress, Congress Site, or Congress Program planning teams or committees.



B. Each committee shall designate a committee member to serve as back-up in performing the duties of the chair when she is unavailable. The committees shall determine their own procedures for this back-up position.

C. The Steering Committee shall make administrative decisions between board meetings, and undertake such duties as the board delegates; policy decisions require consultation with the full board.

D. Ad hoc committees shall be appointed by the National Board President(s), in consultation with the Steering Committee, as needed.

E. National Board President(s) shall be ex officio on every Board and national committee.

F. Program Issue Committees are membership-based committees that provide opportunities for members to participate and take leadership in developing and implementing WILPF program. The purpose, functions, establishment, and maintenance of Issue Committees follow guidelines established by the Board Program Committee.